

REMUNERATION REPORT for the year 2024

MED LIFE S.A.

CONTENT:

I. DEFINITIONS	2
II. INTRODUCTION.....	2
III. REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS.....	3
IV. REMUNERATION OF MEMBERS OF THE EXECUTIVE COMMITTEE	5
V. COMPLIANCE WITH THE REMUNERATION POLICY	8
VI. CONSULTATIVE VOTE REMUNERATION REPORT 2023	9
VII. CONCLUSION	9

I. DEFINITIONS

For the purposes of this Remuneration Report, the terms and expressions below shall have the following meanings:

- *MedLife / Company / Company* - Med Life S.A. Company;
- *Articles of Association* - The Articles of Association of Med Life S.A.;
- *Board / CA* - Board of Directors of Med Life S.A.;
- *Executive Committee / CEx* - the corporate structure that brings together the Directors of the Company;
- *Director* - member of the Board of Directors of Med Life S.A.;
- *Executive Director* - the person who holds, at the same time, the position of Director and that of Director of the Company;
- *Non-executive Director* - the person who holds the position of Director and does not hold, at the same time, the position of Director of the Company;
- *Manager* - the person to whom the management of the Company has been delegated by the Board of Directors in accordance with the provisions of art. 143 of Law no. 31/1990 on companies and who has concluded a mandate contract with the Company. The term "Manager" includes and also refers to the term General Manager;
- *Leader* - Member of the Board of Directors or Manager;
- *Remuneration Policy* - the remuneration policy of Med Life S.A., approved by the Ordinary General Meeting of Shareholders of the Company by Decision no. 1 of April 28, 2021;
- *Revised Remuneration Policy* - the revised remuneration policy of Med Life S.A., approved by the Ordinary General Meeting of Shareholders of the Company by Decision no. 1 of April 27, 2023;
- *Amended Remuneration Policy* - the amended remuneration policy of Med Life S.A., approved by the Ordinary General Meeting of Shareholders of the Company by Decision no. 1 of October 10, 2024.

II. INTRODUCTION

The main objective of the remuneration policy is to attract, motivate and retain qualified members of the Board of Directors and the Executive Committee, in order to ensure a harmonious and successful development for the Company.

The remuneration of the members of the Board of Directors and the Executive Committee was thus designed to support the strategic objectives of the Company and promote the creation of added value for the benefit of the Company's shareholders.

Thus, taking into account also the compliance and alignment with the provisions of Law no. 158/2020 amending, supplementing and repealing certain regulatory acts, as well as establishing implementing measures for Regulation (EU) 2017/2.402 of the European Parliament and of the Council of 12 December 2017 establishing a general framework for securitisation and creating a specific framework for simple, transparent and standardised securitisation and amending Directives 2009/65/EC, 2009/138/EC and 2011/61/EU, as well as Regulations (EC) No. 1.060/2009 and (EU) No. 648/2012 ("**Law 158/2020**"), of Law no. 24/2017 on issuers of financial instruments and market operations ("**Law 24/2017**") and the Corporate Governance Code of the Bucharest Stock Exchange valid for the financial year 2024 ("**BVB Governance Code**"), MedLife has approved and periodically reviewed the Company's policy regarding the remuneration of its administrators and directors. Thus, in order to establish a set of clear and transparent rules that the Company will comply with regarding the remuneration of the members of the Board of Directors and the Directors of the Company, its shareholders approved, during the Ordinary General Meeting of April 28, 2021, the MedLife Remuneration Policy, available on the Company's website, at the following link: https://www.medlife.ro/sites/default/files/2024-07/rv_clean_remuneration_policy_ogms_28.04.2021_1.pdf

At the Ordinary General Meeting of Shareholders on April 27, 2023, the Company's shareholders approved the Revised Remuneration Policy, available on the Company's website, at the following link: https://www.medlife.ro/sites/default/files/documente_bursa/medlife_en_remuneration_policy_ogms_27.04.2023_0.pdf.

This became applicable starting from the date of approval by the OGMS for any mandate contract concluded after this date, with persons who have the capacity of Managers of the Company. The mandate contracts in progress at the time of approval by the shareholders of the revised Remuneration Policy were executed according to the contractual provisions agreed by the parties at the time of their signing, except for cases in which addenda to the mandate contracts were concluded between the Company and the Manager for the implementation of all the provisions and principles of the revised Remuneration Policy.

During 2024, aiming both to ensure an adequate and competitive remuneration system aligned with market practices, which would attract competent and experienced persons in the role of Managers of the Company, as well as to retain and motivate the current Managers, and at the same time, considering the complexity of the activity carried out at the level of the MedLife Group, the need to amend the revised Remuneration Policy was identified. Thus, during the Ordinary General Meeting of Shareholders on October 10, 2024, the Company's shareholders approved the Amended Remuneration Policy, available on the Company's website, at the following link: <https://www.medlife.ro/sites/default/files/2024-10/Amended%20Remuneration%20policy.pdf>.

The main changes made consist in the detailing of the variable remuneration system, so that, among other things, additional information is introduced regarding the short-term incentive component as well as the conditions of the long-term incentive plan. At the same time, the reduction of the number of Directors of the Company from 10 to 5 persons was also taken into account. The ultimate objective of the changes was to stimulate the performance of the Directors, both in terms of improving the financial results of the Company in the short and long term, as well as aligning with market practices, in a manner that ensures long-term stability and sustainability. At the same time, the changes are intended to transparently align the interests of the Company and investors with those of the Directors. More details on the main elements subject to change regarding the remuneration policy can be found in the Board of Directors' Substantiation Note for the Ordinary General Meeting of Shareholders of October 10, 2024, available on the Company's website at the following link: <https://www.medlife.ro/sites/default/files/2024-09/Substantiation%20note%20Remuneration%20policy.pdf>.

Based on the aforementioned legal provisions, the Company has prepared this Remuneration Report, for the financial year 2024 ("**Remuneration Report**") which contains detailed information on the total remuneration (including all benefits, regardless of form) received by each member of the Board of Directors and each member of the Executive Committee, during the financial year 2024, or due to them.

All amounts included in this remuneration report are provided in the amount of the **total salary cost of the Company**. The total salary cost represents the net salary value to which is added the sum of all taxes and duties paid by the employee and the Company, including Social Insurance (CAS), Social and Health Insurance (CASS), income tax, Labor Insurance Contribution.

III. REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

The remuneration of the Directors is established by the General Meeting of MedLife Shareholders.

During 2024, the Ordinary General Meeting of Shareholders took place on 21.11.2024, through which the members of the Board of Directors were elected following the expiration of the directors' mandates of the current members of the Board of Directors, the term of office of the elected directors being 4 years, starting with 22.12.2024. As a result of this General Meeting, there were no changes to the

composition of the members of the Board of Directors, the Directors elected by the shareholders for the term of December 22, 2020 - December 21, 2024 being re-elected for a new term, for the period December 22, 2024 - December 21, 2028.

The management contracts concluded for the term of December 22, 2024 - December 21, 2028 are based on the framework contracts (for the President and for the Board member) as approved by the Resolution of the Ordinary General Meeting of Shareholders of April 27, 2017 and updated with the provisions of the Amended Remuneration Policy, and are available on the Company's website, at the following link: <https://www.medlife.ro/investor-relations/general-shareholders-meetings/21-november-2024-gsm>.

The remuneration of the members of the Board of Directors consists of a fixed monthly allowance in the amount of 5,000 Euro net/month, respectively 7,000 Euro net/month for the Chairman of the Board of Directors. The Directors do not benefit from a variable remuneration component.

In addition to the fixed component, the following benefits are added for the members of the Board of Directors, in a total net amount limited to the equivalent in RON of the amount of 12,500 Euro per year:

- medical subscription in the MedLife network;
- professional training courses / coverage of study expenses for the Administrator or for first-degree relatives;
- subscription or fee to a gym / sports club for the Administrator and family members (husband, wife, children).

Except for participation in the public pension system and, implicitly, in the second pillar of the Romanian pension system (i.e. privately managed pension funds), the Administrators do not benefit from contributions from MedLife to the voluntary pension systems.

The Administrators are provided, in accordance with the internal rules applicable at MedLife level, with a laptop, telephone, car, other work tools, and are compensated for the expenses incurred in carrying out the duties entrusted to them by the Company.

The following remunerations were paid to the members of the Board of Directors, in their capacity as members of the Board of Directors, for the period January 1 – December 31, 2024:

Table 1. (RON amounts)

Name	Title	Annual income (total cost Company)	Benefits (total cost)	Total income (total cost Company)
Mihail Marcu	Executive Director, Chairman of the Board	730,040	107,096	837,136
Nicolae Marcu	Executive Director, Board Member	521,663	0	521,663
Dorin Preda	Executive Director, Board Member	521,732	0	521,732
Ana Maria Mihăescu	Non-executive Director, Board Member	521,732	0	521,732
Dimitrie Pelinescu-Onciul	Non-executive Director, Board Member	521,677	0	521,677
Voicu Cheța	Non-executive Director, Board Member	521,732	92,468	614,200
Ovidiu Fer	Non-executive Director, Board Member	521,732	39,309	561,041

IV. REMUNERATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

The remuneration of the Managers is established by the Board of Directors of the Company, in accordance with the remuneration policy, in compliance with the general limit of the remuneration of Managers, previously approved by the General Meeting of Shareholders.

During the period January 1 - October 20, 2024, the Executive Committee of the Company was composed of 10 members.

The remuneration system of the Managers who were part of the Executive Committee was in line with the Remuneration Policy of Med Life S.A., approved by the Ordinary General Meeting of Shareholders of the Company by Resolution no. 1 of April 28, 2021 and included a fixed monthly component, the amount of which varied depending on each Manager, to which a series of benefits were added, detailed below. There was no variable component applicable to the remuneration of the members of the Executive Committee.

Fixed basic remuneration (salary)

The level of the fixed basic remuneration was determined taking into account relevant professional experience and organizational responsibility for each management position. For each position, clearly defined roles and responsibilities, as well as a set of required skills and abilities, were defined.

Extra-salary benefits

The Managers with a mandate contract had the following benefits: :

- professional training courses / covering study expenses, rent and accommodation, gym membership, medical subscription.

Considering the expiration of the terms of office of the members of the Company's Executive Committee on October 20, 2024, the Company's Board of Directors decided to extend the terms of office of the following members, starting with October 21, 2024, until October 20, 2028:

- Mr. Mihail Marcu as General Manager and Member of the Executive Committee;
- Mr. Nicolae Marcu as Director of Health and Operations and Member of the Executive Committee;
- Mr. Dorin Preda as Deputy General Manager and Member of the Executive Committee;
- Ms. Oana-Alina Irinoiu as Chief Financial Officer and Member of the Executive Committee.

The Company's Executive Committee was thus reduced from 10 to 5 members, with 4 members appointed as above and one position remaining vacant.

The remuneration system of the managers who are part of the Executive Committee starting with October 21, 2024 is in line with the Amended Remuneration Policy of Med Life S.A., approved by the Ordinary General Meeting of Shareholders of the Company by Resolution no. 1 of October 10, 2024.

The remuneration package includes (i) a fixed remuneration component in the form of a fixed monthly allowance, (ii) a variable remuneration component (with a short-term incentive component and a long-term incentive component), as well as (iii) other benefits, as detailed below.

Fixed basic remuneration (salary)

The fixed monthly remuneration is established for each Manager individually, depending on the relevant professional experience, organizational responsibility, complexity of duties, comparative level for similar positions in the market, the specifics of the company and similar listed entities, as well as the general remuneration framework in MedLife.

Variable remuneration

The variable remuneration of the Company's Managers includes:

- short-term incentive component, which can be granted for each financial year in the form of a single annual payment (annual performance bonus);
- long-term incentive component, consisting of the granting of MedLife shares, the actual granting of these components being subject to the fulfillment of the conditions of the Amended Remuneration Policy.

Extra-salary benefits

The Managers with a mandate contract have the following benefits, in a total net amount limited to the RON equivalent of 10,500 Euro per year:

- medical subscription in the MedLife network;
- professional training courses / coverage of study expenses for the Director or a first-degree relative;
- subscription or fee to a gym / sports club for the Director and family members (husband, wife, children).

Except for participation in the public pension system and, implicitly, in the second pillar of the Romanian pension system (i.e. privately managed pension funds), the Managers do not benefit from contributions to optional pension systems paid by MedLife.

The Managers are provided, in accordance with the internal rules applicable at MedLife level, with a laptop, telephone, car, other work tools, and are compensated for the expenses incurred in carrying out the duties entrusted to them by the Company.

During the period January 1 – December 31, 2024, the following remuneration and benefits were paid:

Table 2 (RON amounts)

Name	Title	Annual income (total cost Company)	Benefits (total cost)	Total income (total cost Company)
Mihail Marcu	CEx member, Board member	1,052,138	87,624	1,139,762
Nicolae Marcu	CEx member, Board member	996,725	0	996,725
Dorin Preda	CEx member, Board member	1,031,735	65,722	1,097,457
Vera Firu	CEx member until October 20, 2024	409,458	14,404	423,862
Mirela Dogaru	CEx member until October 20, 2024	1,771,750	0	1,771,750
Mariana Brateş	CEx member until October 20, 2024	372,240	0	372,240
Radu Petrescu	CEx member until October 20, 2024	691,316	30,556	721,872
Larisa Chiriac	CEx member until October 20, 2024	326,705	0	326,705
Marius Petrilă	CEx member until October 20, 2024	420,883	21,562	442,445
Alina-Oana Irinoiu	CEx member	886,856	0	886,856

In 2024, no variable remuneration was granted to the Managers.

The share of the average remuneration (calculated on a full-time equivalent basis) of the Company's employees who are not managers, compared to the average remuneration of managers - evolution over the last 5 financial years:

Table 3.

Year	The share of the average remuneration of the Company's employees who are not managers, compared to the average remuneration of managers
2020	13%
2021	12%
2022	12%
2023	13%
2024	14%

- The average salary within the Company represented a percentage between 12% and 14% of the average salary of managers, over the last 5 financial years, increasing in 2024 compared to 2023;

Annual evolution of the average remuneration (based on full-time equivalent) of the Company's non-executive employees, the average remuneration of executives and the issuer's performance over the last 5 financial years:

Tabel 4

Period	Variation in average remuneration of the Company's employees who are not managers	Variation in the average remuneration of the Company's managers	Variation in the Company's Turnover*	Company EBITDA Variation	Group Turnover Variation**	Group EBITDA variation
2020 vs 2019	4%	-8%	12%	75%	11%	43%
2021 vs 2020	8%	16%	18%	18%	32%	35%
2022 vs 2021	3%	3%	-2%	-40%	26%	-14%
2023 vs 2022	7%	0%	9%	32%	23%	17%
2024 vs 2023	6%	1%	13%	21%	23%	37%

* Source: Audited individual Financial Statements of MedLife SA

** Source: MedLife Group's audited consolidated financial statements

- Despite a much slower economic growth of only 0.9%, MedLife's 2024 results attest to the fact that the Group managed to maintain its financial and operational business performance.
- Similar to the previous year, 2024 was a year dedicated to consolidation, and MedLife focused on diversification, expansion and integration at the national level.
- MedLife expanded in 2024 both through acquisitions and organically. Thus, in terms of acquisitions, the Group consolidated its position in certain regions of the country and entered new regions where it was not present, through the acquisition of Antares Clinic, one of the most important private medical service providers in Moldova, the Euromedica Baia Mare Group (Euromedic Hospital and Euromedic Administrator) and the Routine Med Group from Tulcea.

- At the same time, MedLife consolidated its leading position in the field of genetic sequencing and medical innovation by entering the Personal Genetics shareholder base.
- In terms of organic growth, MedLife inaugurated three hospitals in Bucharest, Craiova and Timișoara, becoming probably the largest provider of hospital services both in the Capital and at the national level. Also in 2024, the Group integrated the Breast Institute into the Group's largest hospital - MedLife Medical Park in Bucharest.
- There were also developments in the SWEAT fitness network, which expanded its network with two new locations in Bucharest, and in the MindCare mental health clinic network, with two new units in Constanța and Craiova.
- MedLife also recorded several remarkable achievements in the field of cutting-edge medicine in 2024, one of which was the integration of AI into its application for interpreting laboratory results, as well as the expansion of the DaVinci robot network, thus establishing itself with the largest number of robotic surgical and neuronavigation systems at a national level and the largest team specialized in this segment in Romania, with over 50 certified experts in robotic surgery.
- The company also became a national leader in genetics and molecular biology, as well as precision imaging with its 40 MRIs, 30 CTs and other 80 equipment such as X-rays, mammograms or osteodensitometers, distributed nationwide.
- MedLife achieved a pro forma consolidated turnover of RON 2.76 billion in 2024, up 25% compared to 2023, recording, moreover, over 20% increases in turnover in the last five years.

The remuneration granted to persons occupying both the positions of Director and Manager is cumulative (respectively, the remunerations presented in [Table 1.](#) and [Table 2.](#)).

The CEx members mentioned in the following table are also remunerated by other companies in the MedLife Group, as Directors on their Boards of Directors:

Table 5. (RON amounts)

Name	Title / Group Company	Period	Annual income (total cost Company)	Benefits (total cost)
Alina-Oana Irinoiu	Board member / MNT Healthcare Europe	Jan- Dec 2024	105,601	-
Alina-Oana Irinoiu	Board member / Provita	Jan- Dec 2024	17,388	-
Vera Firu	Board member / Medici's	Jan- Dec 2024	104,349	-
Larisa Chiriac	Board member / Polisano	Jan- Dec 2024	156,762	-
Larisa Chiriac	Board member / MNT Healthcare Europe	Jan- Dec 2024	105,602	-
Marius Petrilă	Board member / Provita	Jan- Dec 2024	17,388	-

V. COMPLIANCE WITH THE REMUNERATION POLICY

The remuneration of the Members of the Board of Directors for the period January 1 – December 21, 2024 complies with the conditions set out in the Revised Remuneration Policy, approved by the Ordinary General Meeting of Shareholders of the Company by Resolution No. 1 of April 27, 2023, without any deviations or exemptions from the rules established therein.

The remuneration of the Members of the Board of Directors for the period December 22 – December 31, 2024 complies with the conditions set out in the Amended Remuneration Policy, approved by the Ordinary General Meeting of Shareholders of the Company by Resolution no. 1 of October 10, 2024, without any deviations or exemptions from the rules established therein.

The remuneration of the members of the Executive Committee for the period January 1 – October 20, 2024 complies with the conditions set out in the Remuneration Policy, approved by the Ordinary General Meeting of Shareholders of the Company by Resolution no. 1 of April 28, 2021. According to the transitional provisions of the Revised Remuneration Policy, approved by the Ordinary General Meeting of Shareholders of the Company by Resolution no. 1 of April 27, 2023, it shall apply immediately from the date of approval by the GMS with regard to any mandate contract concluded after this date with persons who are Managers of the Company. During the period January 1 – October 20, 2024, no new mandate contracts were concluded. Also, according to the transitional provisions of the Revised Remuneration Policy, ongoing mandate contracts will be executed according to the contractual provisions agreed by the parties (which are in line with the Remuneration Policy), unless the Manager accepts the conclusion of an addendum to the mandate contract for the implementation of all the provisions and principles of the Revised Remuneration Policy. No addenda to the mandate contracts of the CEx members were concluded for the period January 1 – October 20, 2024.

The remuneration of the members of the Executive Committee for the period October 21 – December 31, 2024 complies with the conditions set out in the Amended Remuneration Policy, approved by the Ordinary General Meeting of Shareholders of the Company by Resolution no. 1 of October 10, 2024, without any deviations or exemptions from the rules established therein.

VI. CONSULTATIVE VOTE REMUNERATION REPORT 2023

At the Ordinary General Meeting of Shareholders of 29 April 2024, the agenda item regarding the approval of the Remuneration Report for the year 2023 received a number of 25,395,865 votes expressed "against" representing 5.8980% of the total number of votes expressed by the shareholders present at the meeting. The main comments expressed by the shareholders who voted against refer to the lack of a variable component in the remuneration of the members of the Executive Committee, based on long-term performance and performance evaluation criteria.

The Company continuously seeks to improve the corporate governance framework and appreciates the suggestions and opinions received from shareholders to apply high standards in terms of remuneration of members of the management bodies. In this regard, the Company took into account the opinions of the shareholders and, at the Ordinary General Meeting of 10 October 2024, submitted to the shareholders for approval, the Amended Remuneration Policy. The amendments made by it consist mainly in the detailing of the current variable remuneration system, so as to introduce, among other things, additional information regarding the short-term incentive component as well as the conditions of the long-term incentive plan. The provisions of the Amended Remuneration Policy were implemented, after its approval by the shareholders, for the new Executive Committee whose mandate began on October 21, 2024 and the new Board of Directors whose mandate began on December 22, 2024.

VII. CONCLUSION

This Remuneration Report has been prepared in accordance with the requirements of Law 24/2017 republished and is subject to a consultative vote at the Annual Ordinary General Meeting of Shareholders provided for in art. 111 of Law no. 31/1990. This Report is published on the MedLife website, in the Investor Relations – General Shareholders Meetings section, or by accessing the following link: <https://www.medlife.ro/investor-relations/general-shareholders-meetings/29-april-2025-gsm> and will

remain available to the public, free of charge, for a period of 10 years from its publication, in accordance with the provisions of Law no. 24/2017, republished.

MED LIFE S.A.

By the Chairman of the Board of Directors

MIHAIL MARCU